

Company Number 05825914

The Companies Act 2006
Company Limited by Shares
Written Resolution
of
Maesbrook Care Home Limited
(the "Company")

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (**Resolutions**) are passed as special and ordinary resolutions

SPECIAL RESOLUTIONS

1 **THAT** the Articles of Association of the Company be amended by

- (a) the re-designation of article 9 of the Articles of Association as article 9 1,
- (b) the addition of the words "Subject to article 9 2 of these Articles" at the beginning of article 9 1, and
- (c) the insertion of the following article as article 9 2 of the Articles of Association

"9 2 Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 9 2 (to the effect that any provision contained in this article 9 2 shall override any other provision of these Articles)

- (a) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
 - (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any

transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise,

- (b) the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in article 9 2(a)(i) above),
- (b) the lien set out in these Articles shall not apply to shares held by a Secured Institution (as defined in article 9 2(a)(i) above), and
- (c) any variation of this article 9,2 shall be deemed to be a variation of the rights of each class of share in the capital of the Company "

- 2 **THAT** the amendments to the Articles of Association of the Company, as set out in resolution 1 above, be and is hereby approved

Ordinary Resolutions

- 3 That the board of directors of the Company be and is hereby unconditionally authorised for the purposes of section 175(5)(a) of the Companies Act 2006 to authorise and approve any conflicting interests or potential conflicting interests disclosed by a director of the Company

- 4 **THAT** the documents referred to below which the Company is proposing to enter into in connection with the provision of banking facilities by Santander UK plc ("**the Bank**") to Nexus Estates Ltd (company number 09629526) ("**Estates**") (an associated company of the Company) and to Vicarage Care Limited (company number 04602098) ("**Vicarage Care**") in connection with the acquisition by Nexus Care Group Ltd (company number 09561066) ("**NCG**") (the holding company of the Company) of the entire issued share capital of Vicarage Care and the purchase by Estates of the freehold property at The Old Vicarage, Ireleth Road, Askham in Furness, Cumbria LA16 7JD registered at the Land Registry under title number CU18461 ("**the Property**"), being the property from which Vicarage Care operates its business ("**the Acquisition**") be and are hereby approved and (notwithstanding any personal interest of the directors) the board of directors of the Company be and are hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of those documents to which the Company is (or is to become) a party

- (i) an unlimited corporate guarantee to be executed by the Company, Estates, NCG and Vicarage Care (the Company, Estates, NCG and Vicarage Care, together the "**Group**") in favour of the Bank (as security trustee for itself and each of its subsidiaries for the time being) (each, a "**Group Member**") pursuant to which the Company, Estates, NCG and Vicarage Care guarantees to the Bank all of the obligations from time to time of each other member of the Group to the Bank,
- (ii) Such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together, the "**Documents**"

- 5 **THAT** the Company entering and/or granting the Documents be and is hereby approved and **FURTHER THAT** the Documents and the Acquisition be and are hereby approved and authorised by the members of the Company

Agreement

The undersigned, who were entitled to vote on the above Resolutions on 25 July 2016, hereby irrevocably agree to the Resolution

Date

Member

Signature

25/7/2016

Nexus Care Group Limited



Notes

- 1 You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to nexus solicitors limited, 16-18 Albert Square, Manchester M2 5PE
 - **Post** returning the signed copy by post to nexus solicitors limited, 16-18 Albert Square, Manchester M2 5PE

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document